

6220-B
RECORDATION NO. _____ Filed & Recorded
DEC 6 1971 - 8 50 AM
INTERSTATE COMMERCE COMMISSION

ACF INDUSTRIES, INCORPORATED
EQUIPMENT TRUST SERIES A

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT

Dated November 19, 1971

between

CHEMICAL BANK, Trustee

and

ACF INDUSTRIES, INCORPORATED

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT dated November 19, 1971, between CHEMICAL BANK, a corporation duly organized and existing under the laws of the State of New York, as Trustee (hereinafter called the Trustee), and ACF INDUSTRIES, INCORPORATED, a corporation organized and existing under the laws of the State of New Jersey (hereinafter called the Company):

WHEREAS, by a certain Equipment Trust Agreement dated *as of* July 1, 1971 (hereinafter called the Agreement), between the Trustee and the Company there was constituted "ACF Industries Equipment Trust, Series A," pursuant to which certain railroad equipment has been transferred to, and the title thereto vested in, the Trustee, and such railroad equipment has been leased to the Company; and

WHEREAS, upon the *R* Request of the Company, pursuant to Section 5.06 of the Agreement, the Trustee has assigned and transferred to the Company certain units of the Trust Equipment specifically described in the Agreement and simultaneously therewith the Company has conveyed to the Trustee Equipment (as defined in the Agreement) described in said *R* Request and in Exhibit A hereto (hereinafter called the Substituted Equipment), and has delivered to the Trustee an Engineer's Certificate and an Officers' Certificate in respect of the Substituted Equipment, a certificate as to delivery thereof, a Bill of Sale transferring the Substituted Equipment to, and vesting the title thereto in, the Trustee and an Opinion of Counsel satisfactory to the Trustee with respect to the Substituted Equipment, all in like manner as provided in Section 5.06 of the Agreement; and

WHEREAS, Section 5.06 of the Agreement contemplates that upon such transfer and vesting of title the Trustee and the Company shall execute a supplement to the Agreement in respect of the Substituted Equipment;

NOW, THIS SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT
WITNESSETH:

The Trustee, party of the first part, acting in pursuance of the Agreement for and in consideration of the sum of One Dollar to it in hand paid by the Company, party of the second part, at or before the ensealing and delivery hereof, the receipt of which is hereby acknowledged, as well as of the rentals and covenants in the Agreement to be paid or kept and performed by the Company, has let and leased, and does hereby let and lease, to the Company as part of the Trust Equipment, the Equipment described in Exhibit A hereto, subject to all the terms and conditions of the Agreement, and such ~~E~~quipment shall be deemed part of the Trust Equipment, subject to all the terms and conditions of the Agreement in all respects as though it had been part of the original Trust Equipment.

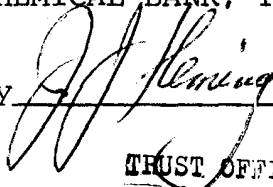
This Supplemental Equipment Trust Agreement may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the Agreement, and the Company, pursuant to due corporate authority, have caused these presents

to be signed in their respective corporate names by their respective officers hereunto duly authorized and their respective corporate seals to be hereunto affixed, duly attested, as of the day and year first above written.

CHEMICAL BANK, Trustee

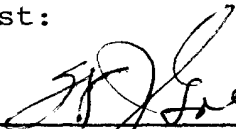
By



TRUST OFFICER

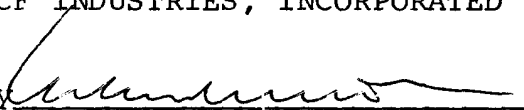
(Corporate Seal)

Attest:


Assistant Secretary

ACF INDUSTRIES, INCORPORATED

By


Treasurer

(Corporate Seal)

Attest:


Assistant Secretary

EXHIBIT A

Description of Substituted Equipment

65 Tank Cars Put Into Use On Or After June 1, 1971

<u>QUANTITY</u>	A.A.R. MECHANICAL DESIGNATION <u>CODE</u>	<u>INITIALLED AND NUMBERED</u>
3	TRI	ACFX 83335-83337
1	TMI	ACFX 83630
1	TMI	ACFX 83631
1	TMI	ACFX 83632
1	TL	ACFX 83633
1	TL	ACFX 83634
1	TL	ACFX 83635
20	TM	ACFX 83636-83655
10	TLI	ACFX 83661-83670
1	TLI	ACFX 83686
1	TLI	ACFX 83687
1	TMI	ACFX 83688
1	TMI	ACFX 83689
5	TLI	ACFX 83690-83694
1	TM	ACFX 83715
5	TM	ACFX 83761-83765
10	TP	ACFX 85694-85703
1	TPI	ACFX 85756

25 Center Flow Covered Hopper Cars Put Into Use On Or After February 1, 1971

<u>QUANTITY</u>	A.A.R. MECHANICAL DESIGNATION <u>CODE</u>	<u>INITIALLED AND NUMBERED</u>
25	LO	PC 897025-897049

STATE OF NEW YORK)
: SS.:
COUNTY OF NEW YORK)

On this 29th day of November 1971, before me personally appeared J. J. Fleming, to me personally known, who, being by me duly sworn, says that he is a TRUST OFFICER of CHEMICAL BANK, that one of the seals affixed to the foregoing instrument is the corporate seal of said bank, that said instrument was signed and sealed on behalf of said bank by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

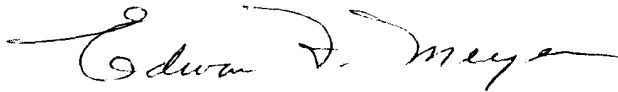
(NOTARIAL SEAL)



SYLVIA LASKOW
Notary Public, State of New York
No. 24-743895
Qualified in Kings County
Cert. filed in New York County
Commission Expires March 30, 1972

STATE OF NEW YORK)
: SS.:
COUNTY OF NEW YORK)

On this 19th day of November 1971, before me personally appeared W. C. Anderson, to me personally known, who, being by me duly sworn, says that he is the Treasurer of ACF INDUSTRIES, INCORPORATED, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



(NOTARIAL SEAL)

EDWIN F. MEYER
NOTARY PUBLIC, State of New York
No. 30-7917803
Qualified in Nassau County
Certificate filed in New York County
Commission Expires March 30, 1972